



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

EPA Region 5 Records Ctr.



225246

Certificate of Authority

WHEREAS, MACKIE TRASH SERVICE, INC.
incorporated under the Laws of the State of DELAWARE for a term

of perpetual years and now in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that said

MACKIE TRASH SERVICE, INC.
is from the date hereof duly authorized to engage in the State of Missouri, specifically in the business of

solid waste disposal business

(2) The name it will use in Missouri is

MACKIE TRASH SERVICE, INC.
and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law; that the entire amount of its stated capital and surplus is \$1,000.00 and \$1,000.00 of the amount of stated capital of said corporation is represented by 1,000 Common, @ \$1.00 per value

that the proportion of stated capital and surplus represented in Missouri is \$ 499,000.00
and that its registered office in Missouri is located at

314 North Broadway, St. Louis 63102

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 7th day of December, 19 70

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: MACKIE TRASH SERVICE, INC.
Two Hundred Ninety-three and no/100 Dollars, \$ 293.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

Dorothy Mae Miller
Deputy Collector of Revenue

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State of Missouri . . . Office of Secretary of State

**APPLICATION FOR FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN MISSOURI**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

Macke Trash Service, Inc., a Delaware
corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating
to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is Macke Trash Service, Inc.

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is Macke Trash Service, Inc.

(3) The date of its incorporation was November 2, 1970, and the period of its
duration is perpetual

(4) The address of its principal office in the state or country of organization is 100 West
Tenth Street, Wilmington, Delaware
(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is _____
314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102
(Include street and number, if any)

and the name of its proposed registered agent in the State of Missouri at such address is _____
C T CORPORATION SYSTEM

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following
states and countries other than Missouri: None

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are: solid waste disposal business

(8) The names of its officers and directors and their addresses are as follows:

| | <i>Name</i> | <i>City and State</i> | <i>Street and No.</i> |
|--------------------|--------------------|-----------------------|-----------------------|
| President..... | Lawrence A. Miller | Cheverly, Maryland | Macke Circle |
| Vice President.... | Matt B. Russ | Cheverly, Maryland | Macke Circle |
| Secretary..... | Stanley Wanger | Cheverly, Maryland | Macke Circle |
| Treasurer..... | C. Wesley La Blanc | Cheverly, Maryland | Macke Circle |
| Director..... | Lawrence A. Miller | Cheverly, Maryland | Macke Circle |
| Director..... | Matt B. Russ | Cheverly, Maryland | Macke Circle |
| Director..... | James A. Deville | Cheverly, Maryland | Macke Circle |
| Director..... | | | |
| Director..... | | | |

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

| <i>Class</i> | <i>Series (if any)</i> | <i>Number of Shares</i> | <i>Par value per share or statement that shares are without par value</i> |
|--------------|----------------------------|-----------------------------|---|
| Common | | 1,000 | \$1.00 |

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, value, and series, if any within a class, is:

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

| <i>Class</i> | <i>Series (if any)</i> | <i>Number of Shares</i> | <i>Par value per share or statement that shares are without par value</i> |
|--------------|----------------------------|-----------------------------|---|
| Common | | 1,000 | \$1.00 |

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

| | |
|----------------------|------------------|
| Stated Capital..... | \$ 1,000.00..... |
| Paid in Surplus..... | \$ -----..... |
| Total..... | \$ 1,000.00..... |

(12) An estimate of the total value of all the property of the corporation for the following year is..... \$ 489,000.00.....

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is..... \$ 489,000.00.....

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is..... \$ 900,000.00.....

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is.. \$ 200,000.00.....

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is..... \$ 1,000.00.....

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is..... \$ 1,000.00.....

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its President, attested by its Secretary, this 3rd day of December, 1970....

.....Macke Trash Service, Inc.

(Exact Corporate Name)

(CORPORATE
SEAL)

ATTEST:

By

President or Vice-President

Secretary or Assistant Secretary

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF Maryland }
COUNTY OF Prince George's } ss

I, Mary J. Brown, a Notary Public,
do hereby certify that on this 3rd day of December, 1970..., personally appeared
before me Lawrence A. Miller, who, being by me first duly sworn
(President or Vice-President)
declared that he is the President of Macke Trash Service, Inc.,
that he signed the foregoing document as President of the corporation, and that the
statements therein contained are true.

Notary Public

My Commission expires: My Commission Expires July 1, 1974

THIS CORPORATION



Office of Secretary of State.

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Incorporation of the
"MACKE TRASH SERVICE, INC.", was received and filed in this office
the second day of November, A.D. 1970, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
is duly incorporated under the laws of the State of Delaware and is
in good standing and has a legal corporate existence so far as the
records of this office show and is duly authorized to transact
business.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this third day
of December in the year of our Lord one
thousand nine hundred and seventy.

Eugene Bunting

Secretary of State

R. H. Coldwell

Asst. Secretary of State

No.



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Merger— Foreign Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporation WUNDERLICH BROTHERS, INC. (121407) Intol. MACKY TRASH SERVICE, INC. (F-145284)
Organized and Existing Under Laws of Missouri and Delaware

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with MACKY TRASH SERVICE, INC.

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of Delaware.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 18th day of December, 1970.

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: MACKY TRASH SERVICE, INC. (F-145284)

Three and no/100----- Dollars, \$3.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. F-145284

Dorothy Miller
Deputy Collector of Revenue



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

CORPORATIONS DIVISION

Articles of Merger

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

- (1) That Hueffmeier Brothers, Inc. of Missouri
(name of corporation) (parent state)
(2) That Macke Trash Service, Inc. of Delaware
(name of corporation) (parent state)
(3) That _____ of _____
(name of corporation) (parent state)

are hereby merged and that the above named Macke Trash Service, Inc.
(name of corporation)
is the surviving corporation.

- (4) That the Board of Directors of Hueffmeier Brothers, Inc.
(name of corporation)
meet on October 26, 1970 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

- (5) That the Board of Directors of Macke Trash Service, Inc.
(name of corporation)
meet on November 2, 1970 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

- (6) That the Board of Directors of _____
(name of corporation)
meet on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

- (7) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of Hueffmeier Brothers, Inc. held on October 26, 1970 at Wentzville, Missouri and at such meeting there were 500 shares entitled to vote and 500 voted in favor and -0- voted against said plan.

- (8) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of Macke Trash Service, Inc. held on November 24, 1970 at Cheverly, Maryland and at such meeting there were 1,000 shares entitled to vote and 1,000 voted in favor and no voted against such plan.

- (9) The Plan of Merger thereafter was submitted to a vote at the special meeting of the shareholders of _____ held on _____ at _____ and at such meeting there were _____ shares voted and _____ voted in favor and _____ voted against said plan.

(10) PLAN OF MERGER

1. Macke Trash Service, Inc. of Delaware
is the survivor.

2. All of the property, rights, privileges, leases and patents of the _____
Hueffmeier Brothers, Inc. corporation and _____
corporation
are to be transferred to and become the property of Macke Trash Service, Inc.
the survivor The officers and board of directors
of the above named corporations are authorized to execute all deeds assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Macke Trash Service, Inc.
shall continue in office until their successors are duly elected and qualified under the
provisions of the by-laws of the surviving corporation.
4. The outstanding shares of Hueffmeier Brothers, Inc.
shall be exchanged for shares of The Macke Company
on the following basis: see attachment hereto

5. The outstanding shares of
shall be exchanged for shares of
on the following basis:

6. The articles of incorporation of the survivor ~~are~~ amended as follows:

The Certificate of Incorporation of Macke Trash Service, Inc. is amended,
effective at the effective date of the Merger, by changing Article FIRST thereof
so as to read in its entirety as follows:

"The name of the Corporation is:
HUEFFMEIER BROTHERS, INC."

7. See attachment.
8. See attachment.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the afore-
mentioned corporations as of the day and year hereafter acknowledged.

HUEFFMEIER BROTHERS, INC.,

by W. L. Hueffmeier
(President)

Attest: George Hueffmeier
(Secretary)

MACKE TRASH SERVICE, INC.

by Samuel M. Muller
(President)

Attest: Stanley Wager
(Secretary)

by
(President)

Attest:
.....
(Secretary)

Attachment re Paragraph 4 of Articles of Merger:

A. The aggregate five hundred (500) shares of Hueffmeier Brothers, Inc. ("HBI") common stock owned by Arlee Hueffmeier, George Hueffmeier and Ralph Hueffmeier -- such shares being all of the issued and outstanding shares of HBI capital stock -- shall, at such time and by virtue of the Merger, without any action on the part of any HBI stockholder, be converted ipso facto into Eight Thousand (8,000) fully paid and non-assessable shares of The Macke Company Voting Preference Stock (with an agreed value of One Hundred Dollars (\$100.00) per share).

B. In addition to and not in limitation of the number of shares of The Macke Company Voting Preference Stock into which the shares of HBI common stock shall be converted ipso facto at closing, the HBI stockholders (as more fully set forth in the Agreement) shall be entitled ipso facto to receive (on a contingent basis, depending upon the average annual income (before deduction for Federal income taxes, but after deduction for state and local income taxes) of HBI for the four (4)-year period commencing October 1, 1970, as more fully set forth in the Agreement) up to eight thousand (8,000) additional fully-paid and non-assessable shares of The Macke Company Voting Preference Stock (which right shall not be transferable or assignable, except by operation of law).

Attachment re Paragraphs 7 and 8 of Articles of Merger:

7. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving or new corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is One Macke Circle, Cheverly, Maryland 20781;

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

8. The surviving corporation states as follows:

a. Said corporation will own property in the State of Missouri;

b. Said corporation will do business in the State of Missouri.

STATE OF MISSOURI
COUNTY OF ST. CHARLES }

SS.

I, Rollin J. Moerschel, a notary public,
do hereby certify that on this 12th day of November, 1970,
personally appeared before me ARLIE HUEFFMEIER,
who, being by me first duly sworn, declared that he is the President
of HUEFFMEIER BROTHERS, INC.
that he signed the foregoing document as President of the corporation, and that the
statements therein contained are true.

Rollin J. Moerschel
Notary Public

(NOTARIAL
SEAL)

My commission expires Oct 12 1973

STATE OF MARYLAND
COUNTY OF PRINCE GEORGE'S }

SS.

I, Patricia K. Stewart, a notary public,
do hereby certify that on this 14th day of December, 1970,
personally appeared before me Lawrence A. Miller,
who, being by me first duly sworn, declared that he is the President
of Macke Trash Service, Inc.
that he signed the foregoing document as President of the corporation, and that the
statements therein contained are true.

Patricia K. Stewart
Notary Public

(NOTARIAL
SEAL)

My commission expires July 1, 1974

FILED AND CERTIFICATE
ISSUED

DEC 18 1970

STATE OF _____
COUNTY OF _____ }

SS.

James Fairbanks
Corporation Dept. SECRETARY OF STATE

I, _____, a notary public,
do hereby certify that on this _____ day of _____, 19____,
personally appeared before me _____,
who, being by me first duly sworn, declared that he is the _____
of _____
that he signed the foregoing document as _____ of the corporation, and that the
statements therein contained are true.

Notary Public

(NOTARIAL
SEAL)

My commission expires _____

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (hereinafter referred to as the "Merger Agreement") is made as of the 26th day of October, 1970, by and between (i) Macke Trash Service, Inc., a Delaware corporation (hereinafter referred to as "Service"), and (ii) Hueffmeier Brothers, Inc., a Missouri corporation (hereinafter referred to as "HBI"), both said corporations being hereinafter sometimes together referred to as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the authorized capital stock of HBI consists of five hundred (500) shares of common stock (with a par value of One Hundred Dollars (\$100.00) per share);

WHEREAS, the authorized capital stock of Service consists of one thousand (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share, all of which one thousand (1,000) shares are issued and outstanding and owned beneficially and of record by The Macke Company, a Delaware corporation (hereinafter referred to as "Macke"), and all of which one thousand (1,000) shares shall remain issued and outstanding after the Merger hereunder;

WHEREAS, the respective Boards of Directors of each of the Constituent Corporations, and of Macke, deem it advisable and in the best interests of each such Constituent Corporation and the stockholders of HBI that HBI be merged into Service in the manner hereinafter set forth; and

WHEREAS, simultaneously with the execution and

delivery of this Merger Agreement, Macke, Service and HBI are entering into an Ancillary Agreement dated as of even date herewith (hereinafter referred to as the "Agreement") setting forth certain representations, conditions, terms, warranties and covenants in connection with the Merger.

NOW, THEREFORE, in consideration of the foregoing, of the mutual promises hereinafter contained, and for the purpose of prescribing (i) the terms and conditions of the merger of HBI into Service (herein referred to as the "Merger"), (ii) the mode of carrying the Merger into effect, (iii) the manner and basis of converting and exchanging the shares of HBI common stock into and for shares of Macke Voting Preference Stock, and (iv) such other details and provisions as are deemed necessary or desirable, the parties hereto do hereby agree as follows:

ARTICLE I

In accordance with the provisions of the General Business Corporation Act of the State of Missouri and the General Corporation Law of the State of Delaware, HBI shall be merged with and into Service. Service shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation".

ARTICLE II

Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Service shall continue unaffected and unimpaired by the Merger, and the

corporate franchises, privileges, rights and immunities of HBI shall be merged into Service, and Service shall, as the Surviving Corporation, be fully vested therewith. The separate existence and corporate organization of HBI, except insofar as it may be continued by statute, shall cease and terminate when the Merger shall become effective; provided, however, that, pursuant to such Merger, the name of Service shall be changed to "Hueffmeier Brothers, Inc."

The Merger shall become effective ("the effective date of the Merger") (i) at the time when this Merger Agreement is filed with the Secretaries of State of Delaware and Missouri in accordance with the provisions of the General Business Corporation Act of the State of Missouri and the General Corporation Law of the State of Delaware or (ii) October 1, 1970, whichever occurs later. Notwithstanding the foregoing, the Merger shall be effective for purposes of accounting and Federal, state and local taxes as of October 1, 1970.

ARTICLE III

A. At the effective date of the Merger, the Certificate of Incorporation of Service in effect immediately prior to the effective date of the Merger shall become the Certificate of Incorporation of the Surviving Corporation, and shall thereafter continue to be its Certificate of Incorporation until amended or changed as provided by law; provided, however, that the Certificate of Incorporation of Service is hereby amended, effective at the effective date of the Merger, by changing Article FIRST

thereof so as to read in its entirety as follows:

"The name of the Corporation is:
HUEFFMEIER BROTHERS, INC."

B. The By-Laws of Service in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the By-Laws of the Surviving Corporation until they shall thereafter be duly amended.

C. The Directors of Service immediately prior to the effective date of the Merger shall continue to be the Directors of the Surviving Corporation, subject to the By-Laws thereof, until the next Annual Meeting of stockholders or until their successors are elected and qualify.

ARTICLE IV

The manner and basis of converting and exchanging shares of HBI common stock for Macke Voting Preference Stock and cash, shall be as follows:

A. The aggregate five hundred (500) shares of HBI common stock owned by Arlee Hueffmeier, George Hueffmeier and Ralph Hueffmeier -- such shares being all of the issued and outstanding shares of HBI capital stock -- shall, at such time and by virtue of the Merger, without any action on the part of any HBI stockholder, be converted ipso facto into Eight Thousand (8,000) fully paid and non-assessable shares of Macke Voting Preference Stock (with an agreed value of One Hundred Dollars (\$100.00) per share).

B. In addition to and not in limitation of the number of shares of Macke Voting Preference Stock

~~and the amount of cash~~ into which the shares of HBI common stock shall be converted ipso facto at closing, the HBI stockholders (as more fully set forth in the Agreement) shall be entitled ipso facto to receive [on a contingent basis, depending upon the average annual income (before deduction for Federal income taxes, but after deduction for state and local income taxes) of HBI for the four (4)-year period commencing October 1, 1970, as more fully set forth in the Agreement] up to eight thousand (8,000) additional fully-paid and non-assessable shares of Macke Voting Preference Stock (which right shall not be transferable or assignable, except by operation of law).

C. On the effective date of the Merger, the holders of certificates formerly representing shares of HBI common stock outstanding immediately prior to the effective date of the Merger shall cease to have any rights or privileges with respect to such shares, and their sole rights and privileges shall be with respect to the Macke Voting Preference Stock for and into which their shares of HBI common stock have been converted ipso facto by the Merger.

ARTICLE V

On the effective date of the Merger all and singular the rights, privileges, powers and franchises, of a public or private nature, and all the property, real, personal or mixed, of each of the Constituent Corporations, and all debts due to any of them on whatever account, including subscriptions to shares and all other things in action, or belonging to any of them, shall be taken

and deemed to be transferred to, and shall be vested in, the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate or other property, whether vested by deed or otherwise in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but the Surviving Corporation shall thenceforth be liable for all debts, liabilities, obligations, duties and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, taxes, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations, taxes, duties and penalties had been incurred or contracted by it; provided, however, that any such debts, liabilities, obligations, taxes, duties or penalties of HBI prior to the effective date of the Merger shall be limited in lien to the property affected by such liens on the effective date of the Merger. No liability or obligation now due or due on the effective date of the Merger, or any claim or demand for any cause then existing against any of the Constituent Corporations or any stockholder, officer or director thereof, shall be released or impaired by the Merger, and all rights of creditors and all such liens upon property of any of the Constituent Corporations shall be preserved unimpaired.

ARTICLE VI

On the effective date of the Merger the assets and liabilities of the Constituent Corporations (except items of capital and surplus) shall be taken up or continued, as the case may be, on the books of the Surviving Corporation at the amounts at which they respectively shall be carried on the books of the respective Constituent Corporations immediately prior to the effective date of the Merger, and the capital and surplus accounts of the Surviving Corporation shall be determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation.

ARTICLE VII

From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, HBI shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation, and its successors and assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to in Article V hereof and otherwise to carry out the intent and purposes of this Merger Agreement.

ARTICLE VIII

A. Subject to the provisions of this Article VIII, this Merger Agreement shall be submitted at the

earliest practicable date to the stockholders of each of the Constituent Corporations for adoption or approval by them by written consent or at meetings which shall be held on or before October 31, 1970, and, if adopted by the vote or written consent of all of the stockholders of each of the Constituent Corporations, shall be made effective as soon as practicable thereafter in the manner provided herein.

B. If the Agreement is terminated in accordance with any provision of Section 5 thereof, then this Merger Agreement shall simultaneously terminate without further action on the part of the Constituent Corporations, notwithstanding prior approval by the stockholders of any Constituent Corporation.

C. Each of the Constituent Corporations shall bear and pay all costs and expenses incurred by it or on its behalf in connection with the consummation of the Merger, including, without limiting the generality of the foregoing, fees and expenses of financial consultants, accountants and counsel and the cost of any documentary stamps, sales and excise taxes which may be imposed upon or be payable in respect of the transaction.

ARTICLE IX

For the convenience of the parties hereto and to facilitate the filing and recording of this Merger Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

At any time before or after approval and adop-

tion by the respective stockholders of the Constituent Corporations, this Merger Agreement (other than Paragraph A of Article IV) may be amended or supplemented by additional written agreements, as may be determined in the judgment of the respective Boards of Directors of the Constituent Corporations and Macke to be necessary, desirable or expedient to further the purposes of this Merger Agreement, to clarify the intention of the parties, to add to or modify the covenants, terms or conditions contained herein, or otherwise to effectuate or facilitate the consummation of the transactions contemplated hereby. Any written agreement referred to in this Paragraph shall be validly and sufficiently authorized for the purposes of this Merger Agreement if signed on behalf of any Constituent Corporation by its President or one of its Vice Presidents.

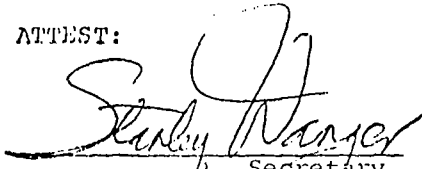
This Merger Agreement is being delivered (and executed on behalf of Service) in the State of Maryland and shall be construed and enforced in accordance with the laws of that State.

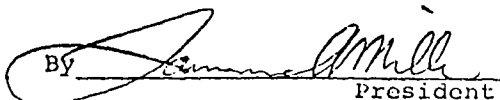
IN WITNESS WHEREOF, Service and HBI have each caused this Merger Agreement to be signed in their corporate names by their Presidents or Vice-Presidents and attested by their Secretaries or Assistant Secretaries and their corporate seals to be affixed hereto, and Service and HBI have each caused this Merger Agreement to be approved

by their respective Boards of Directors, all as of the day and year first above written.

ATTEST:

MACKE TRASH SERVICE, INC.,
a Delaware corporation

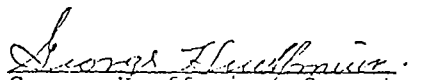

Secretary

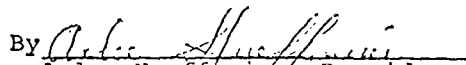
By 
President

[Corporate Seal]

ATTEST:

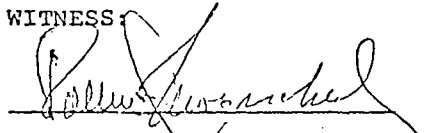
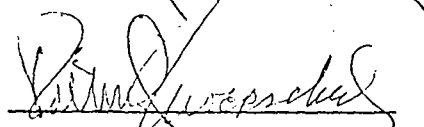
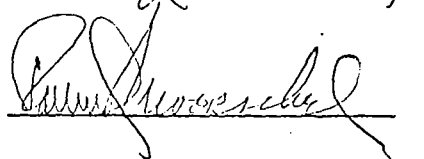
HUEFFMEIER BROTHERS, INC.,
a Missouri corporation


George Hueffmeier, Secretary

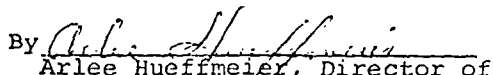
By 
Arlee Hueffmeier, President

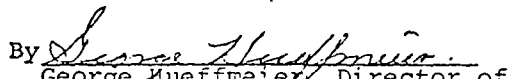
[Corporate Seal]

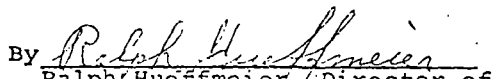
WITNESS:

APPROVED:

By 
Arlee Hueffmeier, Director of
HBI

By 
George Hueffmeier, Director of
HBI

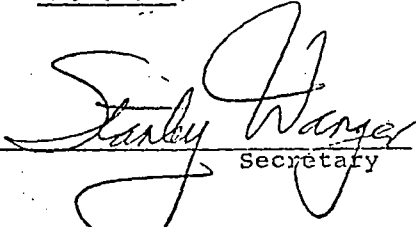
By 
Ralph Hueffmeier, Director of
HBI

CERTIFICATE

I, Stanley Wanger, Secretary of Macke Trash Service, Inc. ("Service"), a Delaware corporation, do hereby certify that the foregoing and attached Agreement of Merger was duly adopted by the Board of Directors of Service; was thereupon signed by its President and attested by its Secretary, under its corporate seal; and was subsequently submitted to the Stockholders of record of Service, after notice of the time, place and purpose of a special meeting of stockholders had been waived in writing by each Stockholder of record.

The Stockholders of Service unanimously adopted and approved the foregoing and attached Agreement of Merger pursuant to §252 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of Service and have affixed its corporate seal hereto, this 2nd day of November, 1970.


Secretary

[Corporate Seal]

CERTIFICATE

I, George Hueffmeier, Secretary of Hueffmeier Brothers, Inc. ("HBI"), a Missouri corporation, do hereby certify that the foregoing and attached Agreement of Merger was duly adopted and signed by the Board of Directors of HBI; was thereupon signed by its President and attested by its Secretary, under its corporate seal and was subsequently submitted to the Stockholders of record of HBI, after notice of the time, place and purpose of a special meeting of stockholders had been waived in writing by each Stockholder of record.

The Stockholders of HBI unanimously adopted and approved the foregoing and attached Agreement of Merger pursuant to §351.410 et seq. of the Revised Statutes of the State of Missouri.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of HBI and have affixed its corporate seal hereto, this 26th day of October, 1970.

George Hueffmeier
George Hueffmeier, Secretary

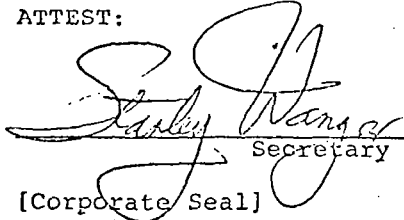
[Corporate Seal]

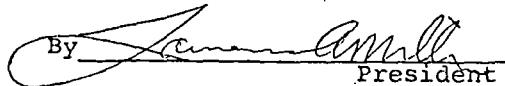
CORPORATE SIGNATURES

The foregoing and attached Agreement of Merger having been executed on behalf of each Constituent Corporation and having been adopted separately by each Constituent Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the General Business Corporation Act of the State of Missouri, as the case may be, the President of each Constituent Corporation does now hereby execute said Agreement of Merger and the Secretary of each Constituent Corporation does now hereby attest the same under the separate corporate seal of each Constituent Corporation by authority of the Stockholders of each Constituent Corporation as the respective act, deed and agreement of the same, as of the 2nd day of December, 1970.

ATTEST:

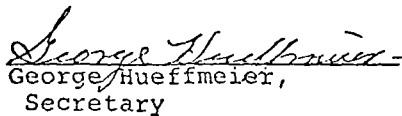
MACKE TRASH SERVICE, INC.,
a Delaware corporation

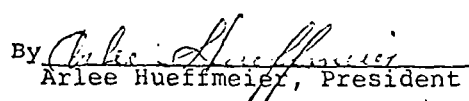

Secretary
[Corporate Seal]

By 
President

ATTEST:

HUEFFMEIER BROTHERS, INC.
a Missouri corporation


George Hueffmeier,
Secretary

By 
Arlee Hueffmeier, President

[Corporate Seal]

NOTARIZATIONS

STATE OF MARYLAND)
)
COUNTY OF PRINCE GEORGE'S

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that on this 2nd day of November, 1970 personally appeared before me Lawrence A. Miller, President of Macke Trash Service, Inc., a Delaware corporation, and, in the name of and on behalf of said Corporation, acknowledged the foregoing and attached Agreement of Merger to be the corporate act and deed of said Corporation and that, to the best of his knowledge and belief, the facts therein contained are true.

WITNESS my hand and notarial seal on the day and year last above written.

Patricia K. Stewart
Notary Public

[Notarial Seal]

My commission expires: 2/1/74

STATE OF MISSOURI)
)
County of ST. CHARLES)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that on this 26TH day of October, 1970 personally appeared before me Arlee Hueffmeier, who acknowledged himself to be President of Hueffmeier Brothers, Inc., a Missouri corporation, and, in the name of and on behalf of said Corporation, acknowledged the foregoing and attached Agreement of Merger to be the free act and deed of said Corporation and that he did execute said Agreement under the authority of the Board of Directors of said Corporation.

WITNESS my hand and notarial seal on the day and year last above written.

W. C. Rogers
Notary Public

[Notarial Seal]

My commission expires: 8/25/74



Office of Secretary of State

I, Eugene Hunting, Secretary of State of the State of Delaware,

do hereby certify

that the Certificate of Agreement of Merger of the "HUEFFMEIER BROTHERS, INC.", a corporation organized and existing under the laws of the State of Missouri, merging with and into the "MACKE TRASH SERVICE, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "HUEFFMEIER BROTHERS, INC.", was received and filed in this office the seventeenth day of December, A.D. 1970, at 1 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this tenth day of February
in the year of our Lord one thousand nine hundred and
seventy-one.

Eugene Hunting

Secretary of State

R. W. Caldwell

Asst. Secretary of State

2 original with amendment of 2/10/71

No.



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

**Amended Certificate of Authority
of a
Foreign Corporation**

WHEREAS, WITTENBERG ROFFEL, INC. (FORMERLY: JACKY TRASH SERVICE, INC.)
incorporated under the Laws of the State of Delaware and now in existence and in good
standing in said State, and qualified to transact business in Missouri has delivered to me,
duly authenticated evidence of an amendment to its Articles of Incorporation as provided by
law, and has, in all respects, complied with the requirements of The General and Business
Corporation Law of Missouri, governing Amendments to the Articles of Incorporation of Foreign
Corporations:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,
by virtue of the authority vested in me, do hereby certify that I have filed said Articles of
Amendment as provided by law and in accordance therewith issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the GREAT SEAL of the State of Missouri, at the City of
Jefferson, this 16th day of February, 1971.

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF:

WITTENBERG ROFFEL, INC.
Thirteen and no/100 13.00
Dollars, \$

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. 1-145284

Donthyma Miller
Deputy/Collector of Revenue

State of Missouri . . . Office of Secretary of State

**APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY
FOR A FOREIGN CORPORATION**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

Macke Trash Service, Inc., a corporation,
pursuant to the provisions of "The General and Business Corporation Law of Missouri" relating to amended cer-
tificate of authority of Foreign Corporation, does hereby state,

(1) Its name is Macke Trash Service, Inc.

it was incorporated in the State of Delaware; and it was qualified
in the State of Missouri on December 7, 1970

(2) The name it will use in Missouri is Hueffmeier Brothers, Inc. (new corporate
name as indicated below)

(3) The address of its principal office in the state or country of organization is 100 West
10th Street, Wilmington, Delaware
(Include street and number, if any.)

(4) The address of its registered agent in Missouri is 314 North Broadway, St. Louis, Missouri 63102
(Include street and number, if any.)

and the name of registered agent in Missouri at such address is C T Corporation System

(5) The corporation is qualified under the following states and countries other than Missouri: None

(6) By appropriate corporate action on December 17, 19 70, the corporation:

1. Changed its corporate name to Hueffmeier Brothers, Inc.

2. Changed its period of duration to N/A

(7) The specific purpose or purposes which the corporation intends to pursue in the transaction of business in Missouri are changed to read as follows: (restate purposes if changed) N/A

(8) There is attached hereto a Certificate of the Secretary of State of the State of Delaware relating to the amendment(s), set forth in item 6 above and showing that the Corporation is in existence and in good standing in said State.

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its President or Vice-President attested by its Secretary or Assistant Secretary, this 5th day of February, 1971.

Macke Trash Service, Inc.

(Exact Corporate Name)

(CORPORATE
SEAL)

By Lawrence A. Miller

Vice-President

ATTEST:

Stanley Hanger
Assistant Secretary

STATE OF MARYLAND

COUNTY OF PRINCE GEORGE'S

ss

I, Patricia K. Stewart, a notary public,

do hereby certify that on this 5th day of February, 1971,

personally appeared before me Lawrence A. Miller,

who, being by me first duly sworn, declared that he is the Vice President

of Macke Trash Service, Inc., that he signed the foregoing document

as Vice President of the corporation, and that the statements therein contained are true.

PLACE
NOTARY SEAL
HERE

Patricia K. Stewart
Notary Public

My Commission expires: July 1, 1974

Amended
FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

FEB 16 1971

James Fairgrieve
Corporation Dept. SECRETARY OF STATE

State of Delaware



Office of Secretary of State.

J. Eugene Bunting, Secretary of State of the State of Delaware,

do hereby certify

that the Certificate of Agreement of Merger of the "HUEFFMEIER BROTHERS, INC.", a corporation organized and existing under the laws of the State of Missouri, merging with and into the "MACKE TRASH SERVICE, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "HUEFFMEIER BROTHERS, INC.", was received and filed in this office the seventeenth day of December, A.D. 1970, at 1 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this tenth day of February
in the year of our Lord one thousand nine hundred and
seventy-one.

Eugene Bunting

Secretary of State

R. W. Caldwell

Asst. Secretary of State